11-19-2001 **U.S. Department of Commerce** FORM PTO-1618A Patent and Trademark Offic Expires 06/30/99 OMB 0651-0027 **TRADEMARK** 101897483 11.19.01 RECORDATION FORM COVER SHEET TRADEMARKS ONLY TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(les Submission Type Conveyance Type License **Assignment** New Resubmission (Non-Recordation) **Nunc Pro Tunc Assignment** Security Agreement Document ID # Effective Date Month Day Year Merger **Correction of PTO Error** Frame # Reel # Change of Name **Corrective Document** Other GRANT OF SECURITY INTEREST (TRADEMARKS) Reel # | 002196 | Frame # | 0118 Conveying Party Mark if additional names of conveying parties attached **Execution Date** Month Day Year MOBILE COMMUNICATIONS CORPORATION OF AMERICA 10 00 Name Formerly Limited Partnership | X | Corporation **Association** General Partnership Individual **Other** Citizenship/State of Incorporation/Organization DELAWARE Mark if additional names of receiving parties attached **Receiving Party** Name THE BANK OF NEW YORK DBA/AKA/TA Composed of Address (line 1) Address (line 2) ONE WALL STREET 10286 **NEW YORK NEW YORK** Address (line 3) State/Country If document to be recorded is an **Limited Partnership** General Partnership assignment and the receiving party is Individual not domiciled in the United States, an appointment of a domestic Corporation **Association** representative should be attached. (Designation must be a separate document from Assignment.) Other **NEW YORK** Citizenship/State of Incorporation/Organization

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Public burden reporting for this collection of information (is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information, D.C. 20503. See OMB D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0851-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0851-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS

Mail documents to be recorded with required cover sheet(s) information to: Commissioner of Patents and Trademarks, Box Assignments , Washington, D.C. 20231

			U.S. Department of Commerce
FORM PTO- Expires 06/30/99 OMB 0651-0027	1618B	Page 2	Patent and Trademark Office TRADEMARK
	lepresentative Name and	Address Enter for the first F	Receiving Party only.
Name			
Address (line 1)			
Address (line 2)			
Address (line 3)			
Address (ilne 4)			
Correspond	dent Name and Address	Area Code and Telephone Number	212) 692-1975
Name	BRYAN CAVE LLP		
Address (line 1)	SHARON ELWIN, LEGA	L ASSISTANT	
Address (line 2)	245 PARK AVENUE		
Address (line 3)	NEW YORK, NY 10167	-0034	
Address (line 4)			
Pages	Enter the total number of paincluding any attachments.	iges of the attached conveyance d	ocument # 4
Trademark .		r Registration Number(s)	X Mark if additional numbers attached
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		1782944	1787410 1858246
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•		eposit Account Number:	#
	A	uthorization to charge additional fees	: Yes No X
Statement a	and Signature		
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.			
LORI P	оттѕ	Jon Pots	11/18/01
	of Person Signing	Signature	Date Signed

FORM PTO-1618C Expires 06/30/99

RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

U.S. Department of Commerce Patent and Trademark Office TRADEMARK

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Name	UNITED STATES TRUST COMPANY OF I	NEW YORK, as Trustee under the Indenture	, dated	
	2/7/94, with Arch Wireless Communications	s, Inc. and as a Collateral Agent		
Composed of				
Address (line 1)	114 WEST 47TH STREET			
Address (line 2)				
Address (line 3)	NEW YORK	NEW YORK	10036	
Individu			e receiving party is e United States, an domestic ould be attached	
Other		document from the	-	
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RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

U.S. Department of Commerce Patent and Trademark Office TRADEMARK

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Other				
Citizenship State of Incorporation/Organization				
Receiving Party Enter Additional Receiving Party Mark if additional names of receiving parties attached				
Name UNITED STATES TRUST COMPANY OF NEW YORK, as Trustee under the Indenture, dated				
12/5/94, with Arch Wireless Communications, Inc. and as a Collateral Agent				
Composed of				
Address (line 1) 114 WEST 47TH STREET				
Address (line 2)				
Address (line 3) NEW YORK NEW YORK 10036				
Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)				
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TO: The Commissioner of Patents and Trademarks: Submission Type	Please record the attached original document(s) or copy(les). Conveyance Type			
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Correction of PTO Error	Merger Month Ray Year			
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DBA/AKA/TA				
Composed of				
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Name				
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Correspond	dent Name and Address Are	a Gods and Telephone Number (2	12) 692-1975	
Name	BRYAN CAVE LLP			
Address (line 1)	SHARON ELWIN, LEGAL	SSISTANT		
AGGress (line 2)	245 PARK AVENUE			
Address (time 3)	NEW YORK, NY 10167-00	34		
Address (line 4)				
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Number of Properties Enter the total number of properties involved. # 31				
Fee Amour	rs Fee Amount for F	Properties Listed (37 CFR 3.41):	\$ 790	
Method of Payment: Enclosed X Deposit Account Deposit Account				
(Enter for payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number:				
Authorization to charge additional feet: Yes No X				
Statement and Signature				
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.				
LORI P	отта	Ventus	12/01/00	
Name	of Person Signing	Signature	Date Signed	

6-01 12:35pm From-BRYAN CAVE LLP	+2126921900	T-530 P 09/13 F-716
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	1912366	1920780 1948790
	1976177	1994711 2024504

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GRANT OF SECURITY INTEREST (TRADEMARKS)

MOBILE COMMUNICATIONS CORPORATION OF AMERICA, a Delaware corporation (the "Grantor"), has entered into the Security and Intercreditor Agreement, dated as of March 23, 2000 (as from time to time amended, supplemented or otherwise modified, the "Security Agreement") made by Arch Wireless Holdings, Inc., a Delaware corporation (formerly, Arch Paging, Inc.), Arch Wireless Communications, Inc., a Delaware corporation (formerly, Arch Communications, Inc. and hereinafter, "Arch"), and each of the subsidiaries of Arch listed on Schedule I thereto in favor of The Bank of New York ("BNY"), in its capacities as administrative agent under a certain credit agreement, as Security Agent and as a Collateral Agent, United States Trust Company of New York ("US Trust"), as trustee under the Indenture, dated as of February 7, 1994, between Arch (formerly known as USA Mobile Communications, Inc. II) and US Trust, and as a Collateral Agent, and US Trust, as trustee under the Indenture, dated as of December 15, 1994, between Arch and US Trust, and as a Collateral Agent.

Pursuant to the Security Agreement, the Grantor granted to the Collateral Agents, equally and ratably, a security interest in all of the right, title and interest of the Grantor in and to the trademarks listed on Schedule I attached hereto, which trademarks are registered in the United States Patent and Trademark Office (the "Trademarks"), together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the prompt payment, performance and observance of its Obligations (as defined in the Security Agreement).

For good and valuable consideration, the receipt of which is hereby acknowledged, and for the purpose of recording the grant of the security interest as aforesaid, the Grantor does hereby further assign to the Collateral Agents, equally and ratably, a security interest in, the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Security Agent with respect to the assignment of and security interest in the Collateral made and granted hereby are set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Collateral Agents' respective addresses are (i) in the case of BNY, as a Collateral Agent, The Bank of New York, Agency Function Administration, One Wall Street, 18th Floor, New York, New York 10286, Attention: Michael Pizarro, Telephone: (212) 635-4697, Facsimile: (212) 635-6365 or 6366 or 6367, with a copy to: The Bank

NY01DOCS/239954.02

TRADEMARK REEL: 002396 FRAME: 0815 of New York, One Wall Street, 16th Floor, New York, New York 10286, Attention: Geoffrey C. Brooks, Telephone: (212) 635-8475, Facsimile: (212) 635-8593, and (ii) in the case of US Trust, as a Collateral Agent, United States Trust Company of New York, 114 West 47th Street, New York, New York 10036, Attention: Peggy Ciesmelewski, Corporate Trust Department, Telephone: (212) 852-1674, Facsimile: (212) 852-1626.

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be duly executed by its duly authorized officer as of the 10th day of November, 2000.

> MOBILE COMMUNICATIONS CORPORATION OF AMERICA

Name: Gerald J. Cirimino

Title: Vice/President and Treasurer

COMMONWEALTH OF MASSACHUSETTS COUNTY OF SUFFOLK

On this 10th day of November, 2000, before me personally came Gerald J. Cimmino, to me known, who, being by me duly sworn, did depose and say that he resides at 6 Crystal Drive, Franklin Massachusetts; that he is a Vice President and Treasurer of MOBILE COMMUNICATIONS CORPORATION OF AMERICA, the corporation described in and which executed the above instrument, and that he signed his name thereto by order of the board of directors thereof.

[Notary's Stamp]

LAURA E. MILES, Notary Public My Commission Expires March 11, 2005

Schedule I to Grant of Security Interest Dated as of November 10, 2000

LIST OF TRADEMARKS

6-PAK (Trademark/Service Mark Registration No.: 75/539077)

AUTOPAY (Trademark Registration No.: 75/585,775)

BUYWISE (Service Mark Registration No.: 2313873)

DIAL PAGE (Trademark/Service Mark Registration No.: 1,352,543)

DMC DIGITAL MOBILE COMMUNICATIONS (Trademark/Service Mark

Registration No.: 1,994,744)

DURAPAGER (Trademark Registration No.: 1,787,410)

EZ ALERT (Trademark Registration No.: 2,024,504)

IT'S NOT JUST PAGING. MOBILE INTELLIGENCE (Trademark Registration No. 75/866628)

IT'S NOT JUST THE INTERNET. MOBILE INTELLIGENCE (Trademark Registration No. 75/866626)

MESSAGEWRITER (Scrial/Registration No.: 1,597,262)

MEMORY MANAGER (Registration No.: 1,911,808)

MESSAGESOFT (Trademark Registration No.: 1,920,780)

MISCELLANEOUS DESIGN (Trademark Registration No.: 2192551)

MMS (MobileComm Messaging Software) (Trademark Registration No.: 2305248)

MOBILECOMM (Registration No.: 1,495,312)

MOBILECOMM (Trademark Registration No.: 1,485,998)

MOBILECOMM and DESIGN (Serial No.: 75/490869)

MOBILEMATE (Trademark Registration No.: 1,912,366)

TRADEMARK REEL: 002396 FRAME: 0817 MOBILEMEDIA (Service Mark Registration No.: 1,858,246)

MOBILEMEDIA (Trademark Registration No.: 1,879,629)

MOBILEMEDIA AND GLOBE DESIGN (Service Mark Registration No.: 1,900,117)

MOBILEMEDIA AND GLOBE DESIGN (Trademark registration No.: 1,880,488)

MOBILEMEDIA PAGING & PERSONALCOM (Service Mark Registration No.: 1,870,810)

PAGEDEAL (Service Mark Registration No.: 75/585,603)

PAGERXTRA (Trademark Registration No.: 1,777,090)

POWERWRITER (Service Mark Registration No.: 1,948,790)

SNAP PAGE (Registration No.: 1,862,970)

SPORTSCASTER (Registration No. 2,154,348)

VENTURE SYSTEM (Registration No.: 1,782,944)

VOICETOR (Registration No. 1,658,729)

WE'RE WHAT YOU NEED TO KNOW (Registration No.: 1,976,177)